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LAW OFFICES OF
GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER, P.A.

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
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*FL. BOARD CERTIFIED
CIVIL TRIAL AND
BUSINESS LITIGATION

December 22, 1999

**FL. BOARD CERTIFIED
ESTATES AND TRUSTS

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

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-12/23/99--01046--001
\$87.50**87.50

In re: SEBASTIAN CITRUS ASSOCIATION

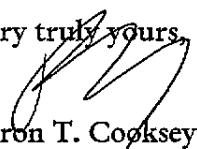
Gentlemen:

Enclosed please find an original and one copy of the Articles of Dissolution of, SEBASTIAN CITRUS ASSOCIATION, together with a check in the amount of \$87.50 as follows:

Filing Fee	\$35.00
Certified Copy	<u>\$52.50</u>
	\$87.50

Please file this Articles of Dissolution at your earliest convenience and return the certified copy to this office. Please telephone our office collect should you require any additional information.

Thank you for your cooperation in this regard.

Very truly yours,

Byron T. Cooksey

BTC/psv

Enclosure:

cc: S. Thomas Hamilton, Jr., CPA

FILED
99 DEC 23 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Voldis

T. LEWIS JAN 6 2000

ARTICLES OF DISSOLUTION
OF
SEBASTIAN CITRUS ASSOCIATION

FILED
99 DEC 23 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this corporation is SEBASTIAN CITRUS ASSOCIATION, a Florida corporation, (the "Corporation"). It was organized under the laws of the State of Florida on December 18, 1942.

2. The names and addresses of the corporate officers and directors are as follows:

JACK K. VICKERS President/Director
1031 Whittlingwood Drive
Johnson City, TN 37601-2966

and

RAMONA VICKERS Vice President/Director
1031 Whittlingwood Drive
Johnson City, TN 37601-2966

and

MICHAEL E. VICKERS Secretary/Treasure/Director
1053 Silver Fox Lane
Mars Hill, NC 28754

3. That all debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provisions have been made therefore.

4. That all of the remaining property and assets of the Corporation have been distributed among its stockholders in accordance with their respective rights and interests.

5. That there are no actions pending against the Corporation in any court.

6. The Corporation has elected to dissolve pursuant to a special meeting of its shareholders and directors. A true copy of the minutes of the special meeting of the shareholders

and directors, the resolution to adopt a plan of corporate liquidation,
the plan of liquidation, the waiver of notice, and ratification of the minutes are attached hereto
and incorporated herein by reference as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution
this 17 day of DECEMBER, 1999 in Vero Beach, Indian River County, Florida.

SEBASTIAN CITRUS ASSOCIATION

By: Jack K. Vickers
JACK K. VICKERS - President

ATTEST:

Michael E. Vickers

MICHAEL E. VICKERS- Secretary

(CORPORATE SEAL)

Ramona K. Vickers

RAMONA VICKERS - Vice President

STATE OF TENNESSEE

COUNTY OF Washington

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State
aforesaid and in the County aforesaid, to take acknowledgments, personally appeared JACK K.
VICKERS, to me known to be the President of SEBASTIAN CITRUS ASSOCIATION, and
who executed the foregoing Articles of Dissolution on behalf of SEBASTIAN CITRUS
ASSOCIATION

WITNESS my hand and official seal in the County and State last aforesaid this 17 day
of December, 1999.

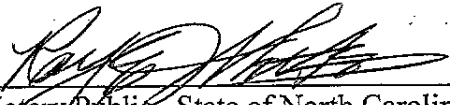
Deanna B. Cole
Notary Public. State of Tennessee
My Commission Expires: 4/30/01

STATE OF NORTH CAROLINA

COUNTY OF Buncombe

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared MICHAEL E. VICKERS, to me known to be the Secretary of SEBASTIAN CITRUS ASSOCIATION, and who executed the foregoing Articles of Dissolution on behalf of SEBASTIAN CITRUS ASSOCIATION

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of DECEMBER, 1999.



Notary Public. State of North Carolina
My Commission Expires:

My Commission Expires 9-20-2003

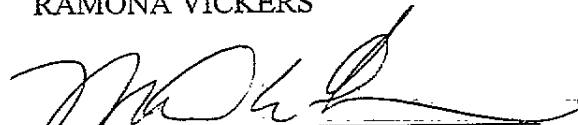
CALL AND WAIVER OF NOTICE OF
SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS OF
SEBASTIAN CITRUS ASSOCIATION

The undersigned, being all of the stockholders and directors of SEBASTIAN CITRUS ASSOCIATION, entitled to notice of such meeting, do hereby call the notice of a special meeting of stockholders and directors to be held in the office of Gould, Cooksey, Fennell, O'Neill Marine, and Carter, P.A., on the 17 day of DECEMBER, 1999, for the purpose of considering the voluntary dissolution of the corporation pursuant to Chapter 607, Florida Statutes, the adoption of a Plan of Liquidation, and the transaction of such other business as may come before the meeting, and we hereby waive notice of such meeting and consent to such dissolution and such transaction of business.

Dated this 17 date of DECEMBER, 1999.


JACK K. VICKERS


RAMONA VICKERS


MICHAEL E. VICKERS

MINUTES OF SPECIAL MEETING OF
STOCKHOLDERS AND DIRECTORS OF
SEBASTIAN CITRUS ASSOCIATION

The special meeting of the stockholders and directors of SEBASTIAN CITRUS ASSOCIATION, was held at the offices of Gould, Cooksey, Fennell, O'Neill, Marine, and Carter, P.A., on the 17 day of DECEMBER, 1999, pursuant to the foregoing Call and Waiver of Notice.

Roll call showed all of the stockholders and directors to be present.

The President announced that the purpose of the meeting was to consider the dissolution of the Corporation and liquidation of corporate assets under Section 331 of the Internal Revenue Code, as amended, under the Plan of Liquidation presented to those present.

After extensive discussion and upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

1. **RESOLVED**, that the Corporation shall be voluntarily dissolved, pursuant to Section 607 of the Florida Statutes;
2. **RESOLVED, FURTHER**, the corporate assets shall be liquidated pursuant to Section 331 of the Internal Revenue code, as amended;
3. **RESOLVED, FURTHER**, that the Plan of Liquidation attached to these minutes is adopted and approved in its entirety.
4. **RESOLVED, FURTHER**, that the distribution of assets and the final disposition of any liabilities or obligations shall proceed as indicated in the said Plan of Liquidation.
5. **RESOLVED, FURTHER**, that the officers of the Corporation are authorized to carry these resolutions into effect, including, but not limited to, the following:
 - A. executing any and all instruments of conveyance;
 - B. paying all taxes and fees;

C. executing all documents required by law to be filed;

6. **RESOLVED, FURTHER**, that after the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the shareholders of record according to their respective rights and interest in exchange for their shares in the Corporation.
7. **RESOLVED, FURTHER**, after a review of the corporate records, it was determined that the corporation had no unpaid debts and liabilities.
8. **RESOLVED, FURTHER**, that the President be and is hereby authorized to make, execute and deliver any and all deeds, assignments, conveyances and transfers whatsoever that may be necessary to transfer the assets of the corporation to the sole stockholder.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned.


JACK K. VICKERS- President

Approved:


MICHAEL E. VICKERS- Secretary


RAMONA VICKERS, - Vice President

RATIFICATION OF MINUTES OF
SPECIAL MEETING OF SHAREHOLDERS AND DIRECTORS OF
SEBASTIAN CITRUS ASSOCIATION / CONSENT TO DISSOLUTION

We, the undersigned shareholders and directors of SEBASTIAN CITRUS ASSOCIATION have read the foregoing minutes and hereby approve, ratify, consent, and confirm all business transacted as reported therein, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting, do hereby sign our names.


JACK K. VICKERS- Shareholder
and Director

PLAN OF LIQUIDATION

COMES NOW, SEBASTIAN CITRUS ASSOCIATION, and files this Plan of Liquidation pursuant to Section 331 of the Internal Revenue Code as amended.

1. That the stock ownership of the corporation is as follows:

JACK K. VICKERS, One Hundred Twenty (120) shares,
representing the ownership of the corporation.

2. All of the assets of the corporation shall be transferred to the stockholders

in the following manner, to wit:

JACK K. VICKERS (100%)

3. That any and all liabilities of the corporation shall be assumed by the

stockholders in the following manner, to wit:

JACK K. VICKERS (100%)

4. That all of the stockholders and directors of the corporation hereby join in

this Plan of Liquidation for the purposes contained therein.

DATED this 17 day of DECEMBER, 1999.

SEBASTIAN CITRUS ASSOCIATION

BY: Jack K. Vickers
JACK K. VICKERS - President

Michael E. Vickers
MICHAEL E. VICKERS - Secretary

Ramona Vickers
RAMONA VICKERS - Vice President &
Director